

JOHN INGLIS CO. LIMITED

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a Meeting of the Shareholders of JOHN INGLIS CO. LIMITED will be held at the Head Office of the Company, at 14 Strachan Avenue, in the City of Toronto, Canada, on Tuesday, the 2nd day of May, 1972 at the hour of 11:00 o'clock in the forenoon, E.D.S.T., as the Annual and a Special General Meeting for the following purposes:

- (a) Receiving the Report of the Board of Directors, and the Financial Statements for the fiscal year ended the 31st day of December, 1971 and the Report of the Auditors thereon;
- (b) Electing Directors;
- (c) Appointing Auditors, at a remuneration to be fixed by the Board of Directors;
- (d) Considering and, if thought fit, confirming, with or without variation, By-law No. 3 of the Company, being a special by-law and special resolution to increase the number of Directors from eleven to twelve, passed by the Board of Directors on the 2nd day of March, 1972.
- (e) Transacting any other business which may properly be brought before the Meeting.

An instrument appointing a proxy to be used at the meeting must be deposited with the Company at its Head Office at 14 Strachan Avenue, Toronto 150, Canada at or before 11:00 o'clock in the forenoon, E.S.T., on Friday, the 28th day of April, 1972.

DATED this 7th day of April, 1972.

BY ORDER OF THE BOARD,

R. B. SIMPSON,

Secretary.

If you are unable to attend the meeting in person, you are requested to date, sign and return the enclosed instrument of proxy in the enclosed self-addressed envelope.

JOHN INGLIS CO. LIMITED

INFORMATION CIRCULAR

This Information Circular accompanies the Notice of the Annual Meeting of Shareholders of John Inglis Co. Limited (the "Company") to be held on Monday, the 3rd day of May, 1971 at the hour of 11.00 o'clock in the forenoon, E.D.S.T., at the Head Office of the Company, 14 Strachan Ave., Toronto, Canada, for the purposes set out in the Notice and is furnished in connection with the solicitation by management of the Company of proxies for the Annual Meeting. The cost of such solicitation will be borne by the Company.

Voting by Proxy

Every shareholder is entitled to one vote for each share of the Company held by him and such vote may be given in person or by proxy.

A shareholder has the right to appoint a person, who need not be a shareholder, to attend and act for him and on his behalf at the Annual Meeting other than the persons designated in the enclosed form of proxy. To exercise this right, a shareholder may insert the name of the desired person in the space provided for that purpose in the enclosed form of proxy or may substitute another appropriate form of proxy.

The Directors have, by resolution, fixed 11.00 o'clock in the forenoon, E.D.S.T., on Thursday, the 29th day of April, 1971 as the time at or before which an instrument appointing a proxy to be used at the Annual Meeting must be filed with the Company. To ensure proper receipt of proxies, shareholders should deposit them at the Head Office of the Company, 14 Strachan Avenue, Toronto 150, Canada, at or before such time.

The shares represented by the proxy hereby solicited will be voted.

A shareholder who has given a proxy instrument may revoke it by an instrument in writing similarly executed and deposited either at the Head Office of the Company at any time up to and including the last business day preceding the day of the Annual Meeting or any adjournment thereof, or with the Chairman of the Meeting on the day of the Annual Meeting or adjournment thereof.

Voting Shares and Principal Holders Thereof

The Company has outstanding 1,315,831 shares, each of which is entitled to one vote. Shareholders of record at the time of the Meeting will be entitled to vote the shares held by them respectively.

To the knowledge of the directors and senior officers of the Company, Whirlpool Corporation beneficially owns, directly or indirectly, 434,224 shares of the Company representing 33% of all the outstanding shares of the Company, and The English Electric Company Limited beneficially owns, directly or indirectly, 396,021 shares of the Company representing 30.1% of all the outstanding shares of the Company.

Election of Directors

The following information relates to the election of directors of the Company and to the persons proposed to be nominated for election as directors.

At the Annual Meeting, directors will be elected to serve until the next annual meeting of shareholders or until their respective successors are duly appointed or elected as provided in the Company's by-laws. It is intended to vote the proxies hereby solicited for the election of the following persons proposed to be nominated for election as directors of the Company, and all of such proposed nominees are now directors of the Company whose current term of office ceases at the Annual Meeting. In the event that a vacancy occurs in the following list of proposed nominees, it is intended that the discretionary authority given in the proxies hereby solicited will be exercised to vote such proxies for the election of another person as director.

THE FOLLOWING INFORMATION IS GIVEN CONCERNING THE PROPOSED NOMINEES AS DIRECTORS:

NAME AND PRINCIPAL OCCUPATION	YEAR FIRST BECAME A DIRECTOR (1)	APPROXIMATE NUMBER OF SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, AS AT MARCH 5th, 1971 (2)
Percival J. Baldwin Assistant Secretary John Inglis Co. Limited Manufacturers of Domestic Appliances	1956	Nil
Charles-Émile Bélanger Partner of Raymond, Campbell, Bélanger, Walton, Chabot and Willetts Chartered Accountants	1957	40
John A. Boyd Financial Consultant	1947	50
Air Marshal Hugh Campbell, C.B.E., C.D. Corporate Director, Ottawa	1963	700
James D. Irving Retired Retail Executive Simpsons-Sears Limited	1970	Nil

NAME AND PRINCIPAL OCCUPATION	YEAR FIRST BECAME A DIRECTOR (1)	APPROXIMATE NUMBER OF SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, AS AT MARCH 5th, 1971 (2)
Conde G. Maiden President and Chief Executive Officer John Inglis Co. Limited	1967	Nil
J. Geoffrey Notman, O.B.E. Chairman, Westmount Life Insurance Company	1957	1,000
George A. Riddell Joint Deputy Managing Director The General Electric & English Electric Companies Ltd., Manufacturers of Electrical and Electronic Equipment	1963	Nil
R. Barrett Simpson Vice President-Finance, Treasurer and Secretary, John Inglis Co. Limited	1968	Nil
Humphrey B. Style Business Consultant	1951	Nil
Robert B. Willemin Group Vice President-Secretary and Director Whirlpool Corporation Manufacturers of Domestic Appliances	1969	Nil

NOTES:

- (1) Each of the proposed nominees has served as a director since the year he first became a director, except in the case of Mr. Baldwin. Mr. Baldwin has previously served as a director for the periods February 21, 1956 to October 21, 1957, January 31, 1963 to May 23, 1963, January 29, 1964 to February 1, 1967, and April 15, 1970 to the present time.
- (2) Information as to the approximate number of shares of the Company beneficially owned, directly or indirectly, at the date indicated, by the proposed nominees as directors has been supplied by such proposed nominees.

Remuneration of Management and Others

The aggregate direct remuneration paid or payable by the Company to the directors and senior officers of the Company during the fiscal year ended December 31, 1970 amounted to \$250,346.

The estimated aggregate cost to the Company in the said fiscal year of all pension benefits proposed to be paid under normal pension plans in the event of retirement at normal retirement age, directly or indirectly, by the Company to senior officers of the Company and to such of the directors who participated therein, was \$19,555.

Appointment of Auditors

It is intended to vote the proxies hereby solicited for the reappointment of Clarkson, Gordon & Co., the present auditors of the Company, to hold office until the next annual meeting of shareholders.

Particulars of Other Matters

The management of the Company knows of no matters to come before the Annual Meeting other than the matters referred to in the Notice of the Annual Meeting.

If any amendments or variations to matters identified in the Notice calling the Annual Meeting are proposed at the Annual Meeting, or if any other matters properly come before the Annual Meeting, the proxies hereby solicited shall confer discretionary authority to vote with respect to such amendments or variations or such other matters according to the best judgment of the person voting such proxies at the Annual Meeting.

DATED as of the 5th day of March, 1971.

BY ORDER OF THE BOARD,

R. B. SIMPSON,

Secretary.

JOHN INGLIS CO. LIMITED

BY-LAW NO. 3

Changing the number of directors of
John Inglis Co. Limited

BE IT ENACTED, as a special by-law and resolution of John Inglis Co. Limited, as follows:

1. The number of directors of the Company is hereby increased from eleven (11) to twelve (12), so that the Board shall be composed of twelve (12) directors.
2. All prior by-laws, resolutions and proceedings of the Company inconsistent herewith are hereby amended, modified and revised in order to give effect to this By-law.


PASSED by the Board and sealed with the Company's seal the 2nd day of March, 1972.

.....
"C. G. MAIDEN"

President

.....
"R. B. SIMPSON"

Secretary



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JOHN INGLIS CO. LIMITED

INFORMATION CIRCULAR

This Information Circular accompanies the Notice of the Meeting of Shareholders of John Inglis Co. Limited (the "Company") to be held on Tuesday, the 2nd day of May, 1972 at the hour of 11:00 o'clock in the forenoon, E.D.S.T., at the Head Office of the Company, 14 Strachan Avenue, Toronto, Canada, as the Annual Meeting and a Special General Meeting of Shareholders for the purposes set out in the Notice and is furnished in connection with the solicitation by the Management of the Company of proxies for the Meeting. The cost of such solicitation will be borne by the Company.

Voting by Proxy

Every shareholder is entitled to one vote for each share of the Company held by him and such vote may be given in person or by proxy.

A shareholder has the right to appoint a person, who need not be a shareholder, to attend and act for him and on his behalf at the Meeting other than the persons designated in the enclosed form of proxy. To exercise this right, a shareholder may insert the name of the desired person in the space provided for that purpose in the enclosed form of proxy or may substitute another appropriate form of proxy.

The Directors have by resolution fixed 11:00 o'clock in the forenoon, E.S.T., on Friday, the 28th day of April, 1972 as the time at or before which an instrument appointing a proxy to be used at the Meeting must be filed with the Company, at its Head Office, 14 Strachan Avenue, Toronto 150, Canada.

The shares represented by the proxy herewith solicited will be voted.

A shareholder who has given a proxy may revoke it by an instrument in writing similarly executed and deposited either at the Head Office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting or adjournment thereof.

Voting Shares and Principal Holders Thereof

The Company has outstanding 1,315,831 shares, each of which is entitled to one vote. Shareholders of record at the time of the Meeting will be entitled to vote the shares held by them respectively.

To the knowledge of the directors and senior officers of the Company, Whirlpool Corporation beneficially owns, directly or indirectly, 567,045 shares of the Company representing 43.1% of all the outstanding shares of the Company, and Simpsons-Sears Limited beneficially owns, directly or indirectly, 263,200 shares of the Company representing 20% of all the outstanding shares of the Company. In the ordinary course of the Company's business Whirlpool Corporation is a major supplier of technical services and components to the Company and Simpsons-Sears Limited is a major customer of the Company's products.

Election of Directors

The following information relates to the election of directors of the Company and to the persons proposed to be nominated for election as directors.

At the Meeting, directors will be elected to serve until the next annual meeting of shareholders or until their respective successors are duly appointed or elected as provided in the Company's by-laws. It is intended to vote the proxies hereby solicited for the election of the following persons proposed to be nominated for election as directors of the Company, and all of such proposed nominees are now directors of the Company whose current term of office ceases at the Meeting, except Robert C. Upton who is not now a director. In the event that a vacancy occurs in the following list of proposed nominees, it is intended that the discretionary authority given in the proxies hereby solicited will be exercised to vote such proxies for the election of another person as director.

THE FOLLOWING INFORMATION IS GIVEN CONCERNING THE PROPOSED NOMINEES AS DIRECTORS:

NAME AND PRINCIPAL OCCUPATION	YEAR FIRST BECAME A DIRECTOR (1)	APPROXIMATE NUMBER OF SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, AS AT MARCH 10, 1972 (2)
Charles-Émile Bélanger Partner of Raymond, Campbell, Bélanger, Walton, Chabot and Willetts Chartered Accountants	1957	40
Sidney L. Boyar (3) Vice-President and Director Sears, Roebuck and Co. Retailers	1972	Nil
John A. Boyd Financial Consultant	1947	50
Air Marshal Hugh Campbell, C.B.E., C.D. Corporate Director, Ottawa	1963	1,000
James D. Irving Retired Retail Executive Simpsons-Sears Limited	1970	1,600

NAME AND PRINCIPAL OCCUPATION	YEAR FIRST BECAME A DIRECTOR (1)	APPROXIMATE NUMBER OF SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, AS AT MARCH 10, 1972 (2)
Conde G. Maiden President and Chief Executive Officer John Inglis Co. Limited	1967	Nil
J. Geoffrey Notman, O.B.E. Chairman, Westmount Life Insurance Company	1957	1,000
Douglas J. Peacher (3) President and Chairman of Finance Committee Simpsons-Sears Limited Retailers	1972	Nil
R. Barrett Simpson Vice President-Finance, Treasurer and Secretary, John Inglis Co. Limited	1968	Nil
Humphrey B. Style Business Consultant	1951	Nil
Robert C. Upton (3) Group Vice President and Director Whirlpool Corporation Manufacturers of Domestic Appliances	—	Nil
Robert B. Willemin Group Vice President-Secretary and Director Whirlpool Corporation Manufacturers of Domestic Appliances	1969	Nil

NOTES:

- (1) Each of the proposed nominees has served as a director since the year he first became a director, except Mr. Upton who has not served previously.
- (2) Information as to the approximate number of shares of the Company beneficially owned, directly or indirectly, at the date indicated by the proposed nominees as directors has been supplied by such proposed nominees.
- (3) For the five years preceding the date hereof, Messrs. Boyar, Peacher and Upton have held the positions that they now hold.

Confirmation of By-law No. 3

The shareholders will be asked to consider and, if thought fit, confirm, with or without variation, By-law No. 3, being a special by-law and special resolution to increase the number of Directors from the present eleven to twelve. This By-law was passed by the Board of Directors on March 2, 1972.

A copy of the By-law No. 3 accompanies this Information Circular.

Remuneration of Management and Others

The aggregate direct remuneration paid or payable by the Company to the directors and senior officers of the Company during the fiscal year ended December 31, 1971, amounted to \$218,296.

The estimated aggregate cost to the Company in the said fiscal year of all pension benefits proposed to be paid under normal pension plans in the event of retirement at normal retirement age, directly or indirectly, by the Company to senior officers of the Company and to such of the directors who participated therein, was \$20,653.

Appointment of Auditors

It is intended to vote the proxies hereby solicited for the reappointment of Clarkson, Gordon & Co., the present auditors of the Company, to hold office until the next annual meeting of shareholders.

Particulars of Other Matters

The Management of the Company knows of no matters to come before the Meeting other than the matters referred to in the Notice of the Meeting.

If any amendments or variations to matters identified in the Notice calling the Meeting are proposed at the Meeting, or if any other matters properly come before the Meeting, the proxies hereby solicited shall confer discretionary authority to vote with respect to such amendments or variations or such other matters according to the best judgment of the person voting such proxies at the Meeting.

DATED as of the 10th day of March, 1972.

BY ORDER OF THE BOARD,

R. B. SIMPSON,
Secretary.